

Hearing Date and Time: November 15, 2018 at 10:00 a.m. (Eastern Time)
Objection Date and Time: November 9, 2018 at 4:00 p.m. (Eastern Time)* (Extended for Cardtronics)

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**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

In re:

**SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹**

Chapter 11

Case No. 18-23538 (RDD)

Jointly Administered

**LIMITED RESPONSE AND RESERVATION OF RIGHTS OF
CARDTRONICS USA, INC. TO THE DEBTORS' MOTION FOR ENTRY OF AN
ORDER AUTHORIZING AND ESTABLISHING PROCEDURES FOR DE MINIMIS
ASSET SALES AND DE MINIMIS ASSET ABANDONMENTS**

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SRC Sparrow 1 LLC (None); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); SRC Sparrow 2 LLC (None); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); SRC O.P. LLC (None); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); SRC Facilities LLC (None); SRC Real Estate (TX), LLC (None); SHC Licensed Business LLC (3718); and SHC Promotions LLC (9626). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Cardtronics USA, Inc. (“Cardtronics”), by and through their attorneys Locke Lord LLP, hereby submit this *Limited Response and Reservation of Rights* (the “Response”) to the *Motion of Debtors for Entry of an Order Authorizing and Establishing Procedures for De Minimis Asset Sales and De Minimis Asset Abandonments* [D.I. 427] (the “Motion”) filed on November 1, 2018 (the “Petition Date”) in the above-styled, jointly administered bankruptcy cases (the “Bankruptcy Cases”).

1. On or about September 14, 2012, WSILC, LLC d/b/a Welch ATM (“Welch ATM”) entered into that certain *ATM Placement Agreement* (the “ATM Agreement”) with Kmart Corporation (“Kmart”). Under the ATM Agreement, Kmart licensed to Welch ATM the right to place and operate automated teller machines (“ATMs”) owned by Welch ATM in various Kmart stores around the United States. Under the ATM Agreement, Welch ATM remained the owner of the ATMs as well as of the vault cash inside them. In exchange for this privilege, Welch ATM paid Kmart certain specified licensing fees, while Kmart, in turn, paid certain additional fees to Welch ATM.

2. Welch ATM subsequently assigned all its rights under the ATM Agreement and the affected ATM machines (and their cash) to Cardtronics. Since 2012, the ATM Agreement has also been amended to, among other things, modify the fees charged and the stores affected. Kmart subsequently assigned the ATM Agreement to SHC Licensed Businesses LLC (“SHC”), an affiliate of Kmart and of Sears Holdings Management Corp. (“Sears Management”).² Sears Management acts as the agent for SHC. At all times under the ATM Agreement, Cardtronics continues to own the ATM machines (and the vault cash inside them). Under the ATM Agreement, the Debtors do not have any ownership interest at all in these machines or the cash.

² Upon information and belief, the Debtor “SHC Licensed Business LLC” (3718) and SHC are the same entity.

3. On the Petition Date, Sears Holdings Corp., Sears Management, and the other Debtors commenced the Bankruptcy Cases in this Court under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). The Debtors remain as debtors and debtors-in-possession in these Bankruptcy Cases. An Official Committee of Unsecured Creditors (the “Committee”) was appointed in these Bankruptcy Cases on October 24, 2018.

4. On November 1, 2018, the Debtors filed the Motion seeking to establish certain procedures for the future sale and/or abandonment of so-called “de minimis” assets while these Bankruptcy Cases remain pending. The Motion divides these de minimis asset sales into two categories: (1) sales to a single buyer or related group in which the proposed transaction (or related transactions) has a selling price of \$2,500,000 or less (“Category-1 Sales”), and (2) sales to a single buyer or related group in which the proposed transaction (or related transactions) has a selling price from between \$2,500,001 to \$15,000,000 (“Category-2 Sales”). (Motion, D.I. 427, ¶ 13). For Category-1 Sales, the Debtors seek to sell those assets, subject to the Debtors’ business judgment, without further order of the Court and without notice to any party, free and clear of liens, claims, and encumbrances. (*Id.*). By contrast, assets in proposed Category-2 Sales may be sold only after the Debtors serve a written “De Minimis Asset Sale Notice” on certain “De Minimis Asset Notice Parties” identified in the Motion (which include, among others, the U.S. Trustee and counsel for the Committee and the Debtors’ debtor-in-possession lenders.) Finally, the Motion also describes a procedure for the abandonment by the Debtors of de minimis assets after notice to the De Minimis Asset Notice Parties. (*Id.* ¶ 15). The Debtors justify the relief sought in the Motion on the basis that “[o]btaining Court approval for each De Minimis Asset Sale would be administratively burdensome to the Court and costly to the Debtors’ estates and could eliminate or

substantially undermine the economic benefit that would be realized from such sales by the Debtors' estates." (*Id.* ¶ 10).

5. Having reviewed the Motion, Cardtronics does not object *in principle* to the relief sought in the Motion. Cardtronics appreciates the Debtors' need to establish streamlined procedures for selling and abandoning small blocks of assets in light of, *inter alia*, the very large number of Sears and Kmart stores operated by the Debtors and the variegated assets located in them. However, in order to protect its ownership interest in the ATM machines (and the vault cash inside them), Cardtronics *must* receive notice of any asset sales that the Debtors wish to conduct so that Cardtronics can ensure that its ATM machines (and their vault cash) are not inadvertently sold as part of any of these proposed sales. For that reason, Cardtronics requests that it be designated as one of the De Minimis Asset Notice Parties identified in the Motion so that it can receive advance notice of any Category-2 Sales and be empowered to object to such Category-2 Sales, if necessary.

6. Furthermore, Cardtronics also requests that that the Debtors give Cardtronics seven (7) business days' advance notice of any proposed Category-1 Sales—again so that Cardtronics can prevent its ATM machines (and their vault cash) from being sold inadvertently. In the latter instance, if Cardtronics determines that the Debtors are attempting to sell its property, then Cardtronics agrees to file an objection to the proposed Category-1 Sale. After the filing of any such objection, the parties will proceed with respect to the proposed Category-1 Sale according to the procedures applicable to Category-2 Sales—i.e., Cardtronics' objection will be deemed a request for hearing, the objection will be heard at the next scheduled omnibus hearing, and the sale will not proceed absent the withdrawal of Cardtronics' objection or the entry of an order by this Court approving the proposed sale. These proposed revisions to the Motion's de minimis sales

procedures will ensure that Cardtronics' rights in its property are protected while still providing the Debtors with substantially all the relief they are seeking in the Motion.

7. As of today's date, counsel for the Debtors and Cardtronics have discussed Cardtronics' concerns, and the Debtors intend to add additional language to the proposed order accompanying the Motion to address them. Before the hearing on the Motion (which is currently set for November 15, 2018), Cardtronics expects to review the Debtors' proposed language and believes that an agreement will likely be reached that will enable Cardtronics to withdraw this Response. Nevertheless, until that agreed language has been finalized and included in the proposed order granting the Motion, Cardtronics objects to the Motion and reserves all rights with respect to the Motion. Cardtronics further reserves the right to be heard before the Court with regard to the issues raised in this Response and the Motion generally.

WHEREFORE, for the reasons set forth in this Response, Cardtronics respectfully requests that this Court consider the issues raised in this Response and include in any order granting the Motion language acceptable to Cardtronics that resolves its concerns as outlined in this Response. Cardtronics additionally requests such other relief as the Court deems just and proper.

Dated: November 9, 2018
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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing *Response* was served via ECF upon all parties registered to receive service via ECF in these Bankruptcy Cases on this 9th day of November, 2018, and on the following additional parties as reflected below.

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